

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND

2015 MAR 30 P 4:07

STATISTICS & ANALYSIS
DEPARTMENT



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Robert D. Jones

Name of the Holding Company Director and Official

CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Reporter's Name, Street, and Mailing Address

First National London Bankshares Corporation

Legal Title of Holding Company

P. O. Box 100

(Mailing Address of the Holding Company) Street / P.O. Box

London

KY

40743-0100

City

State

Zip Code

202 South Main Street

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Linda L. Emery

Sr. VP/CFO/Cashier (Bank)

Name

Title

606-877-2246

Area Code / Phone Number / Extension

606-878-9467

Area Code / FAX Number

lemery@fnblondonky.com

E-mail Address

www.fnblondonky.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/24/2015

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

1071409

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Report Item #2 Organization Chart

FIRST NATIONAL LONDON BANKSHARES CORPORATION

LONDON, KENTUCKY

Incorporated in Kentucky

FIRST NATIONAL BANK & TRUST

LONDON, KENTUCKY

100%

Results: A list of branches for your depository institution: FIRST NATIONAL BANK AND TRUST (ID_RSSD: 717513). This depository institution is held by FIRST NATIONAL LONDON BANKSHARES CORPORATION (1071409) of LONDON, KY. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	717513	FIRST NATIONAL BANK AND TRUST	202 SOUTH MAIN STREET	LONDON	KY	40741	LAUREL	UNITED STATES	1747	0	FIRST NATIONAL BANK AND TRUST	717513	
OK		Full Service	164911	SOUTH LAUREL BRANCH	775 WEST CUMBERLAND GAP PARKWAY	CORBIN	KY	40701	LAUREL	UNITED STATES	193927	5	FIRST NATIONAL BANK AND TRUST	717513	
OK		Full Service	226015	LAUREL SHOPPING PLAZA BRANCH	1811 N. MAIN STREET	LONDON	KY	40741	LAUREL	UNITED STATES	193925	3	FIRST NATIONAL BANK AND TRUST	717513	
OK		Full Service	2149855	MARKETPLACE BRANCH	1730 HIGHWAY 192 WEST	LONDON	KY	40741	LAUREL	UNITED STATES	193926	4	FIRST NATIONAL BANK AND TRUST	717513	

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Report Item 3: Shareholders

(1)a (1)b (1)c (2)a (2)b (2)c

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14 & also during fiscal year ending 12/31/2014			Shareholders not listed in (3)(1)a through 3(1)c that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014		
(1)a Name & Address (City, State, Country)	(1)b Country of Citizenship or Incorporation	(1)c Number and percentage of Each Class of Voting Securities	(2)a Name & Address (City, State, Country)	(2)b Country of Citizenship or Incorporation	(2)c Number and Percentage of Each Class of Voting Securities
Randell Brewer London KY USA	USA	7495 - 12.56% Common Stock			
George Humfleet London KY USA	USA	5901- 9.89% Common Stock			
Delford McKnight London KY USA	USA	4440 - 7.44% Common Stock			

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Report Item 4: Insiders

(1) (2) (3)a,b,c and (4)a,b,c

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)a Title & Position with Bank Holding Company	(3)b Title & Position with Subsidiaries (include names of subsidiaries)	(3)c Title & Position with Other Businesses (include names of other businesses)	(4)a Percentage of Voting Shares in Bank Holding Company	(4)b Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Randell Brewer London Ky. USA	Retired Insurance Agent	Chairman Director	Director & Chairman of Board - First National Bank & Trust	None	12.56475% - 7495 shares	None	None
Thurman Glenn Calebs London, Ky. USA	Banker	Director	Director of First National Bank % Trust	None	0.09220% - 55 shares	None	None
Kenneth R James London, Ky. USA	Real Estate Developer	President Director	Director of First National Bank & Trust	J&J Enterprises President	4.35868% - 2600 shares	None	J&J Enterprises 50%
Thomas L Jensen London, Ky. USA	Judge	Director	Director of First National Bank & Trust	Vice President of Jensen Properties Inc	0.50292%-300 Shares	None	25% Jensen Properties Inc
Robert D Jones London, Ky. USA	Banker	CEO Secretary Treasurer Director	Director - President CEO First National Bank & Trust	None	0.10058% - 60 shares	None	None
Craig Mullins London, Ky. USA	Contractor	Director	Director of First National Bank & Trust	Managing Member Craig Mullins Const LLC President Mullins Properties President George Humfleet Ent. dba Humfleet Furniture	1.62164% - 967.33 shares	None	Craig Mullins Const LLC 50% George Humfleet Ent. Inc dba Humfleet Furniture 50%
David McCowan London, Ky. USA	Owner Retail Jewelry Store Heavy Equipment Salesman	Director	Director of First National Bank & Trust	President Benqueil's Jewelry Inc Member MIA Properties LLC Member Madison Square LLC	1.81053% - 1080 shares	None	Benqueil's Jewelry Inc 50% MIA Properties LLC 50% Madison Square LLC 50%
Delford McKnight London, Ky. USA	Real Estate Developer Contractor	Director	Director of First National Bank & Trust	President OMC Inc Managing Member London Properties LLC General Partner Dual Mac LTD Managing General Partner Rosedale FLP LTD President McKnight & Associates	7.44329% - 4440 shares	None	OMC Inc 50% London Properties LLC 50% Rosedale FLP LTD 43.63% McKnight & Associates Inc 40.19% Dual Mac LTD 18%